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MAY.21.2003 7:08AM

No.412 P.3/6

May-20-03 02:55P BUTZEL LONG
Division of Corporations

239 597 5623

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Florida Department of State
Division of Corporations
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From:

Account Name : BUTZEL LONG NAPIER
Account Number : 320000000256
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FLORIDA PROFIT CORPORATION OR P.A.

WINCHESTER FINANCIAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
03 MAY 20 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

03 MAY 20 PM 4:25

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5-21-03
28

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P.02
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ARTICLES OF INCORPORATION
OF
WINCHESTER FINANCIAL, INC.

FILED
03 MAY 20 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FL 32304

The undersigned hereby makes, adopts and subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is WINCHESTER FINANCIAL, INC.

ARTICLE II
PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation shall be 195 Audubon Boulevard, Naples, Florida 34110.

The mailing address of the Corporation shall be 195 Audubon Boulevard, Naples, Florida 34110.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in all lawful purposes allowed a Florida corporation.

ARTICLE IV
DURATION

The Corporation shall have a perpetual existence commencing on the filing of these Articles of Incorporation.

Prepared by:
Kent A. Skrivan, Esq.
Butzel Long
801 Laurel Oak Drive, Suite 706
Naples, Florida 34108
(239) 597-4500
Florida Bar No. 0893552

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P.03
(((H03000198107 2)))**ARTICLE V**
DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the by-laws. The number of directors constituting the initial Board of Directors of this Corporation is two (2). The names and street addresses of the initial directors are:

STANLEY BRAUN
195 Audubon Boulevard
Naples, Florida 34110

NANCY W. BRAUN
195 Audubon Boulevard
Naples, Florida 34110

ARTICLE VI
CAPTIAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the Corporation's initial registered agent is KENT A. SKRIVAN. The address of the registered agent is Butzel Long, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

ARTICLE VIII
INCORPORATOR

The name of the Incorporator is STANLEY BRAUN. The address of the Incorporator is 195 Audubon Boulevard, Naples, Florida 34110.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

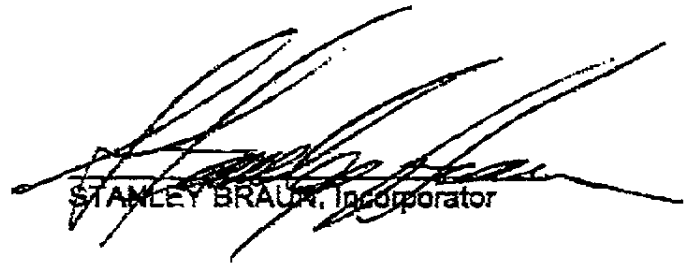
May-20-03 02:56P BUTZEL LONG

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IN WITNESS WHEREOF, the Incorporator, STANLEY BRAUN, has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida.

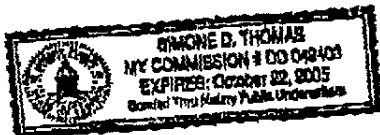
Dated this 30 day of April, 2003.


STANLEY BRAUN, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30 day of April, 2003, by STANLEY BRAUN, who is personally known to me or who produced a drivers license or identification and who did take an oath.




NOTARY PUBLIC
Commission Expiration:

May-20-03 02:56P BUTZEL LONG

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is WINCHESTER FINANCIAL, INC.
2. The name and address of the registered agent and registered office of the Corporation is:

KENT A. SKRIVAN
Butzel Long
801 Laurel Oak Drive, Suite 705
Naples, Florida 34108

Signed this 30 day of April, 2003.

By:  L.S.
STANLEY BRAUN, Incorporator

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REGISTERED AGENT ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date 4/30/03


KENT A. SKRIVAN L.S.

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